

02-08-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

9

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other A corrective document regarding
Reel/Frame 002110/0952 for Reg. No.

Conveying Party

- Mark if additional names of conveying parties attached
- Name Greenfield Consulting, Inc. Execution Date
Month Day Year 2,324,537
6/14/00
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Connecticut

Receiving Party

- Mark if additional names of receiving parties attached

- Name The Greenfield Companies, Inc.
- DBA/AKA/TA
- Composed of
- Address (line 1) 274 Riverside Avenue
- Address (line 2)
- Address (line 3) Westport Connecticut 06880
City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an
assignment and the receiving party is
not domiciled in the United States, an
appointment of a domestic
representative should be attached.
(Designation must be a separate
document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Connecticut

FOR OFFICE USE ONLY

02/08/2001 GTON11 00000055 2324537

01 FC:481 40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 002231 FRAME: 0907

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,324,537"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

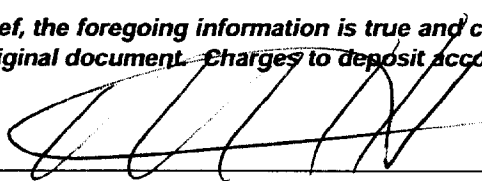
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mark A. Wright, Esquire

Name of Person Signing



Signature

Jan 25, 2001

Date Signed

07-31-2000



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7.3.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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07/28/2000 DNGUYEN 00000200 75752334

01 FC:481 40.00 OP
02 FC:482 450.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

TRADEMARK
REEL: 002231 FRAME: 0909

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

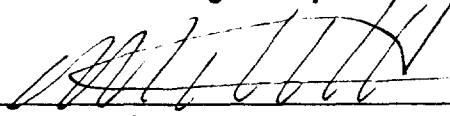
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mark A. Wright
Name of Person Signing


Signature

6/27/00
Date Signed

Continuation of Trademark Application Numbers of Greenfield Consulting Group, Inc.

75-694,707

75-788,065

75-776,032

75-767,248

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June 21, 2000 3:55 PM

FILING #0002121422 PG 01 OF 04 VOL B-00343
FILED 06/14/2000 03:45 PM PAGE 00591
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

CERTIFICATE OF INCORPORATION

OF

**GREENFIELD CONSULTING, INC.
(A Stock Corporation)**

1. The name of the corporation is Greenfield Consulting, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation, as previously amended, is hereby further amended and restated.
3. Annexed hereto as Exhibit A and made a part hereof is the text of the amendment and restatement to the Certificate of Incorporation of the Corporation (the "Restated Certificate"). The Restated Certificate contains amendments requiring shareholder approval to the following Articles of the Corporation's existing Certificate of Incorporation (the "Existing Certificate"): (a) Article 1, relating to the name, is amended to change the name of the Corporation to "The Greenfield Companies, Inc."; (b) Article 2, relating to the purposes of the Corporation, Article 4, relating to the terms and rights of classes of stock, and Article 5, relating to the minimum authorized capital of the Corporation, of the Existing Certificate have been deleted in their entirety; (c) Article 3 of the Existing Certificate, as renumbered Article 2 of the Restated Certificate, relating to the authorized capital of the Corporation, has been amended to eliminate any reference to par value; and (d) six new Articles have been added to the Existing Certificate, the text of which are set forth in Articles 3 through 8 of the Restated Certificate.
4. The Restated Certificate, including the amendments incorporated therein, were approved by the Corporation's Board of Directors on May 24, 2000 and by the Corporation's sole shareholder on May 24, 2000.

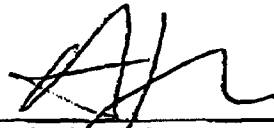
5. **Vote Information:** The Corporation has one authorized class of capital stock, designated as common stock, which votes as a single voting group. Set forth below is the vote by such voting group on the Restated Certificate:

- | | |
|---|-------|
| (a) No. of outstanding shares: | 5,000 |
| (b) No. of votes entitled to be cast by only voting group: | 5,000 |
| (c) No. of votes of indisputably represented: | 5,000 |
| (d) No. of undisputed votes cast for Restated Certificate, including amendments incorporated therein: | 5,000 |

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FILED 06/14/2000 03:45 PM PAGE 00592
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Such vote was sufficient for approval of the Restated Certificate, including the amendments incorporated therein.

Dated this 12th day of June, 2000.



Andrew S. Greenfield
Chairman of the Board

FILING #0002121422 PG 03 OF 04 VOL B-00343 EXHIBIT A
FILED 06/14/2000 03:45 PM PAGE 00593
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

RESTATED CERTIFICATE OF INCORPORATION
OF
THE GREENFIELD COMPANIES, INC.

1. The name of the corporation (the "Corporation") is The Greenfield Companies, Inc.
2. The total number of shares which the Corporation is authorized to issue is 5,000, all of which shall be common stock.
3. Notwithstanding the Corporation's incorporation prior to January 1, 1997, the Corporation elects not to be subject to Section 33-363(d). No shareholder of the Corporation shall by reason of his holding shares of the Corporation's stock have any preemptive or preferential right to subscribe for, purchase or receive any shares of stock of the Corporation (or any obligation convertible into shares of stock, including without limitation, warrants, subscription rights or options to acquire shares) which the Corporation may issue or sell, whether out of the number of shares of stock now authorized, or out of shares of capital stock of the Corporation acquired by it after issuance, including, without limitation, any of the preemptive rights provided in Section 33-683(b) of the Connecticut Business Corporation Act ("CBCA").
4. Pursuant to the provisions of Section 33-698(a)(2) of the CBCA, any action which, under any provision of the CBCA, may be taken at a meeting of shareholders, may be taken without a meeting by consent in writing, setting forth the action to be taken, signed by persons (or their duly authorized attorneys) holding at least a majority of the voting power of the shares, or the shares of any particular voting group, entitled to vote thereon or to take such action, except as otherwise expressly required by said Section 33-698.
5. Notwithstanding the Corporation's incorporation prior to January 1, 1997, the Corporation elects not to be subject to Sections 33-797(f), 33-817(j), 33-831(h) and 33-881(f) of the CBCA as to the shareholder approval required to effect the respective actions described in said Sections ("Fundamental Changes"). The Corporation elects instead to be governed by the provisions of Sections 33-797(e), 33-817(e), 33-831(e) and (g) and 33-881(e) of the CBCA as to the shareholder approval required to effect Fundamental Changes.
6. The personal liability of a director to the Corporation or its shareholders shall be limited to the fullest extent permitted by Section 33-636(b)(4) of the CBCA. If the CBCA is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the CBCA, as so amended or superseded. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
7. The Corporation elects to be governed by the indemnification provisions of Section 33-770 to 33-779, inclusive, of the CBCA, except for Sections 33-771(e) and 33-776(d) of the CBCA.

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FILED 06/14/2000 03:45 PM PAGE 00594
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

8. The Corporation may indemnify a director of the Corporation for liability to any person for any action taken, or any failure to take any action, as a director of the Corporation to the fullest extent permitted by Section 33-636(b)(5) of the CBCA. If the CBCA is hereafter amended or superseded to incorporate provisions providing greater indemnification of a director for liability, then the Corporation shall be permitted to provide such greater indemnification to the fullest extent permitted by the CBCA as so amended or superseded. Neither the amendment or repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article shall affect the indemnification of or advance of expenses to a director of the Corporation for any liability stemming from acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision. For purposes of this Article, the terms "director" and "liability," as they relate to a director of the Corporation and liability incurred by such a director in his capacity as a director of the Corporation, shall have the respective meanings ascribed to such terms in Section 33-770 of the CBCA, as now in effect or as it may hereafter be amended or superseded.

Rec + CC
DATA REPORTING CORP.
330 Roberts Street, Suite 203
East Hartford, CT 06108-3654



**McLane, Graf,
Raulerson &
Middleton**

Professional Association

NINE HUNDRED ELM STREET • P. O. BOX 326 • MANCHESTER, NH 03105-0326
TELEPHONE (603) 625-6464 • FACSIMILE (603) 625-5650

MARK A. WRIGHT
Direct Dial: (603) 628-1311
Internet: mark.wright@mclane.com
Also licensed to practice in Massachusetts

OFFICES IN:
MANCHESTER
CONCORD
PORTSMOUTH
NASHUA

January 25, 2001

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
Jefferson Davis Highway, Suite 320
Washington, D.C. 20231

RE: Greenfield Consulting, Inc. to The Greenfield Companies, Inc.
Application Registration Number: 2,324,537

Dear Sir:

Enclosed for recording please find a corrected Recordation Form Cover Sheet with respect to the above-referenced service mark application. I have enclosed a copy of the previously filed Recordation Sheet (Reel/Frame #002110/0952), with attachments, which contained an error in the listing of the registration number. The correction is as follows:

- Registration number 2,324,537 (WETI) was listed incorrectly as 2,234,537.

I have also enclosed a check in the amount of \$40.00 to cover the filing fee for 1 property.

If you have any questions, please do not hesitate to contact me at (603) 628-1311. Thank you for your assistance with this matter.

Sincerely yours,

• Mark A. Wright

MAW:dj
Enclosures

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RECORDED: 01/29/2001

TRADEMARK
REEL: 002231 FRAME: 0916